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Date: 16 August 2007

Office of International Corporate Finance  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549, U.S.A.

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

**SUPL**

RE: **Bank Hapoalim B.M. Documents Furnished Pursuant to  
Rule 12g3-2(b) under the Securities Exchange Act of 1934 File No. 082-34955**

Ladies and Gentlemen:

On behalf of Bank Hapoalim, a company organized under the laws of the State of Israel (the "Company"), we submit the following information under Rule 12g3-2(b)(1)(iii) with respect to the Company in order to maintain our 12g3-2(b) exemption from the registration requirements of Section 12(g) of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), available to foreign private issuers pursuant to Rule 12g3-2(b) under the Exchange Act.

Pursuant to Rule 12b3-2(b)(1)(iii) and 12b3-2(b)(4) under the Exchange Act, we are enclosing one copy of each of the documents set forth in Annex A.

All information and documents are being furnished under Rule 12g3-2(b)(1) with the understanding that such information and documents will not be deemed to be "filed" with the Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such information and documents shall constitute an admission for any purpose that the Company is subject to the Exchange Act.

If you have any questions or comments regarding the foregoing, please contact the Secretary of the Bank, by tel. (+972) 3-5673800 or by fax (+972) 3-5674576. Thank you for your attention to this matter.

**PROCESSED**

**AUG 27 2007**

**THOMSON  
FINANCIAL**

Very truly yours,

Bank Hapoalim B.M.

**Yoram Weissbrem**  
Secretary of the Bank

*[Handwritten signature]*  
8/23

**List of Documents Submitted Herewith to the  
Commission Pursuant to Rule 12g3-2(b)(iii)**

	<b><u>Subject</u></b>	<b><u>Date</u></b>	<b><u>Schedule</u></b>
1.	<u>Immediate Report</u>	<u>09/08/07</u>	<u>1</u>
2.	<u>Holding(s) in Company</u>	<u>12/08/07</u>	<u>2</u>
3.	<u>Sch. of Senior Office Holders</u>	<u>16/08/07</u>	<u>3</u>
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Schedule 1

2007 AUG 22 AM 11:21

Date: August 9, 2007

Reference: 802/07

LIST OF INTERNATIONAL  
CORPORATE FINANCE

To: The London Stock Exchange

Dear Sir or Madam,

Re: Immediate Report

Further to the immediate report of Bank Hapoalim B.M. (hereinafter: "the Bank") of 4<sup>th</sup> October, 2006, and at the request of the Securities Authority, the Bank is pleased to advise that Mr. Dan Dankner, Chairman of the Board of Directors of the Bank, has become a party to the compromise agreement entered into in the framework of a claim and application filed by Mr. Shalom Vashdi, to recognize the action which he filed against the members of the Board of Directors of the Bank as a derivative action (Miscellaneous Civil Application 14810/06 in Civil Case 1834/06 of the Tel-Aviv District Court).

Following Mr. Dankner becoming a party to the compromise agreement, he will pay the Bank the sum of NIS 7,588,000.

Yours faithfully,

Bank Hapoalim B.M.

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(-)

\_\_\_\_\_  
**Zvi Ziv**  
CEO

\_\_\_\_\_  
**Yoram Weissbren**  
Secretary of the Bank

The securities of the corporation are listed for trading on the Tel Aviv Stock Exchange

Code name: Poalim

Street: P.O.B. 27, Tel Aviv 61000

Tel: 03-5673800; 03-5673333; Fax: 03-5674576

e-mail: [yoram.weissbrem@mailpoalim.co.il](mailto:yoram.weissbrem@mailpoalim.co.il)

Transmission date: 12/08/2007

Reference: 2007-01-354562

Securities Authority

[www.isa.gov.il](http://www.isa.gov.il)

Tel Aviv Stock Exchange Ltd.

[www.tase.co.il](http://www.tase.co.il)**Immediate Report regarding the schedule of holdings of Interested Parties**

Regulation 33 (c) of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970

Following is the schedule of holdings of Interested Parties in the corporation as of 12/08/2007

No. of Holder	Name of Holder	Name, Category & Series of Security	Current Quantity of Securities	Extent of Holding		Extent of Holding (fully diluted)	
				% of capital	% of voting	% of capital	% of voting
1	Arison Holdings (1998) Ltd.	BNHP Ordinary Shares	255,427,720	20.26	20.26	20.01	20.01
2	Israel Salt Industries Ltd.	BNHP Ordinary Shares	75,764,441	6.01	6.01	5.93	5.93
3	Zvi Ziv	BNHP Ordinary Shares	17,088	0.00	0.00	0.00	0.00
4	Joseph Dauber	BNHP Ordinary Shares	16,530	0.00	0.00	0.00	0.00
5	Management clients of AllianceBernstein, AXA IM, and their respective affiliates	BNHP Ordinary Shares	105,909,101	8.40	8.40	8.30	8.30

*Explanations:*

1. Holdings of convertible securities should be reported, including convertible securities, which are not listed for trading.
2. If an interested party holds more than one category of securities, the extent of his holdings should be stated taking into consideration all of the securities held by him on one line only.
3. The schedule of holdings of all interested parties should be listed in this form, including holdings which have remained unchanged.
4. Where the interested party is a subsidiary company, the holdings should be separated into shares which were purchased before the Companies Law, 5759-1999 took effect and which confer rights as to capital and voting, and shares which were purchased after the Law took effect and which are inactive shares.
5. If the interested party is a corporation, the name of the controlling party in the corporation should be reported as well.

Name of Holder: Arison Holdings (1998) Ltd.

No. of Holder: 1

*Explanation: To be filled in if the interested party is a banking corporation or an insurer*

Category of Identity Number: Number at the Registrar of Companies

Identity Number: 512705153  
Citizenship/Country of Incorporation or Registration: *Incorporated in Israel*  
Country of Citizenship/Incorporation or Registration: \_\_\_\_\_  
Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him: *No*  
Are the shares held inactive shares: *No*  
Stock Exchange Security Number: 662577  
Balance in previous comprehensive report (quantity of securities): 255,427,720  
Change in Quantity of Securities: 0  
*Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".*  
Remarks:

Name of Holder: *Israel Salt Industries Ltd.*  
No. of Holder: 2

*Explanation: To be filled in if the interested party is a banking corporation or an insurer*

Category of Identity Number: *Number at the Registrar of Companies*

Identity Number: 520037573

Citizenship/Country of Incorporation or Registration: *Incorporated in Israel*

Country of Citizenship/Incorporation or Registration: \_\_\_\_\_

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him: *No*

Are the shares held inactive shares: *No*

Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 75,764,441

Change in Quantity of Securities: 0

*Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".*

Remarks:

Name of Holder: *Zvi Ziv.*  
No. of Holder: 3

*Explanation: To be filled in if the interested party is a banking corporation or an insurer*

Category of Identity Number: *Number of Identity Document*

Identity Number: 004143699

Citizenship/Country of Incorporation or Registration: *Private person with Israeli citizenship*

Country of Citizenship/Incorporation or Registration: \_\_\_\_\_

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him: *No*

Are the shares held inactive shares: *No*

Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 17,088

Change in Quantity of Securities: 0

*Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".*

Remarks:

Name of Holder: *Joseph Dauber.*  
No. of Holder: 4

*Explanation: To be filled in if the interested party is a banking corporation or an insurer*

Category of Identity Number: *Number of Identity Document*

Identity Number: 007447584

Citizenship/Country of Incorporation or Registration: *Private person with Israeli citizenship*

Country of Citizenship/Incorporation or Registration: \_\_\_\_\_

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him: *No*

Are the shares held inactive shares: *No*

Stock Exchange Security Number: *662577*

Balance in previous comprehensive report (quantity of securities): *16,530*

Change in Quantity of Securities: *0*

*Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".*

Remarks:

Name of Holder: *Management clients of AllianceBernstein, AXA IM, and their respective affiliates*

No. of Holder: *5*

*Explanation: To be filled in if the interested party is a banking corporation or an insurer*

Category of Identity Number: *Other Identification number*

Identity Number: *13-4064930*

Citizenship/Country of Incorporation or Registration: *Incorporated overseas*

Country of Citizenship/Incorporation or Registration: *U.S.A.*

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him: *Yes*

Are the shares held inactive shares: *No*

Stock Exchange Security Number: *662577*

Balance in previous comprehensive report (quantity of securities): *105,694,858*

Change in Quantity of Securities: *214,243*

*Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".*

Remarks:

*Out of the total balance 79,841,916 holdings with voting rights*

*Together: AllianceBernstein L.P., AXA Investment Managers, AXA Rosenberg Investment Management LLC, AXA China Region Insurance Company (Bermuda) Ltd.*

As of the date of this report and according to the directives of the law, the controlling party in the corporation is :

*1. Arison Holdings (1998) Ltd.;*

*2. Israel Salt Industries Ltd.*

**Bank Hapoalim B.M.**

Registration no. 520000118

The securities of the corporation are listed for trading on the Tel Aviv Stock Exchange

Code name: Poalim

Street: P.O.B. 27, Tel Aviv 61000

Tel: 03-5673800; 03-5673333; Fax: 03-5674576

e-mail: [yoram.weissbren@mailpoalim.co.il](mailto:yoram.weissbren@mailpoalim.co.il)

Schedule 3

Transmission date: 16/08/07

Reference: 2007-01-360595

Securities Authority[www.isa.gov.il](http://www.isa.gov.il)Tel Aviv Stock Exchange Ltd.[www.tase.co.il](http://www.tase.co.il)**Immediate Report Consisting of the Schedule of Senior Office Holders**

Regulation 34 (d) of the Securities

(Periodic and Immediate Reports) Regulations, 5730-1970

*Please note that the definition of Senior Office Holder in the Securities**(Periodic and Immediate Reports) Regulations, 5730-1970 also includes, inter alia, a director.*

There follows the Schedule of the Senior Office Holders and the Substitute Directors of the Corporation correct as of **August 1, 2007**.

Name	Category of Identity	Identity Number	Title	Accounting and Financial Proficiency	Member of the Audit Committee
Dan Dankner	I.D. Number	059581280	Chairman of the Board of Directors	Yes	No
Yair Orgler	I.D. Number	001210541	External Director	Yes	Yes
Irit Izakson	I.D. Number	050709286	Director	Yes	Yes
Amir Barnea	I.D. Number	003794310	External Director	Yes	Yes
Joseph Dauber	I.D. Number	007447584	Director	Yes	Yes
Pnina Dvorin	I.D. Number	03333093	Director	No	No
Ido Joseph Dissentshik	I.D. Number	7831787	External Director	Yes	Yes
Nira Dror	I.D. Number	52726551	External Director	Yes	Yes
Haim Samet	I.D. Number	007249675	Director	Yes	Yes
Jay Pomrenze	Passport Number	111162680	Director	Yes	No
Efrat Peled	I.D. Number	027224773	Director	Yes	No
Moshe Koren	I.D. Number	1228998	Director	Yes	No
Zvi Ziv	I.D. Number	4143699	Chief Executive Officer		
Shy Talmon	I.D. Number	055117261	Other: Deputy CEO, Member of the Board of Management, Head of Corporate Banking		
Ofer Levy	I.D. Number	052222577	Other: Member of the Board of Management, Senior Deputy Managing Director and Comptroller of the Bank		
Shlomo Braun	I.D. Number	054030424	Other: Senior Deputy Managing Director, Manager of New York Branches		
Yacov Rozen	I.D. Number	051255842	Other: Member of the Board of Management, Senior Deputy Managing Director, Head of		

			Finance (CFO), Head of Banking Subsidiaries including the Officer in charge of the central administrative unit for the supervision of corporations under the control of the Bank		
David Luzon	I.D. Number	51409308	Other: Member of the Board of Management, Senior Deputy Managing Director and Head of Information Technology and Operations		
Ilan Mazur	I.D. Number	007447386	Other: Member of the Board of Management, Senior Deputy Managing Director and Chief Legal Adviser of the Bank		
Hanna Pri-zan	I.D. Number	50963115	Other: Member of the Board of Management, Senior Deputy Managing Director, Head of Human Resources, Logistics & Procurement		
Zion Kenan	I.D. Number	053508594	Other: Deputy CEO, Member of the Board of Management and Head of Retail Banking		
Barry Ben-Zeev	I.D. Number	51205508	Other: Member of the Board of Management, Senior Deputy Managing Director, Head of Client Asset Management		
Doron Klausner	I.D. Number	051277556	Member of the Board of Management, Senior Deputy Managing Director, Head of the Centre for Strategic Management and Head of Risk Management		
Alberto Garfunkel	I.D. Number	012592424	Member of the Board of Management, Senior Deputy Managing Director, Head of International Activity		
Mario Szuszan	I.D. Number	13802939	Member of the Board of Management, Senior Deputy Managing Director, Global Treasurer		
Orit Lerer	I.D. Number	53561114	Other: Senior Deputy Managing Director and Chief Internal Auditor of the Bank		
Zvi Fuhrman	I.D. Number	068791300	Other: Deputy Managing Director		
Yoram Weissbrem	I.D. Number	007041809	Other: Secretary of the Bank		

1. Mrs. Nira Dror – External Director – Chairman of the Audit Committee.

2. Messrs. Yair Orgler and Amir Barnea are external directors - Under Directive 301 of the Proper Conduct of Banking Business Directives of the Supervisor of Banks

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